

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

TAKEOFF TECHNOLOGIES, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11106 (CTG)

(Jointly Administered)

Re: Docket Nos. 421, 444, & 454

**ORDER GRANTING, IN PART, MOTION OF KNAPP INC. AND KNAPP
SYSTEMINTEGRATION GMBH FOR (A) ALLOWANCE OF ADMINISTRATIVE
EXPENSE CLAIMS PURSUANT TO 11 U.S.C. §§ 365(d)(3), 503(b)(1) AND 507(a)(2),
AND COMPELLING IMMEDIATE PAYMENT THEREOF, AND (B) FOR SANCTIONS
AGAINST THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Upon consideration of the *Motion of KNAPP, Inc. (“KUS”)* and *KNAPP Systemintegration GmbH (“KSL,”* and together with *KUS, “KNAPP”)* for (A) Allowance of Administrative Expense Claims Pursuant to 11 U.S.C. §§ 365(d)(3), 503(b)(1) and 507(a)(2), and Compelling Immediate Payment Thereof, and (B) for Sanctions Against the Official Committee of Unsecured Creditors (the “Motion”); and this Court having jurisdiction to consider the Motion pursuant to 28 U. S. C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and this Court being able to issue a final order consistent with Article III of the United States Constitution; and venue in this district being proper pursuant to 28 U. S. C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U. S. C. § 157(b); and this Court having found that proper and adequate notice of

¹ The Debtors in these chapter 11 cases, along with the last four digits of the Debtors federal tax identification numbers, as applicable, are: Takeoff Technologies, Inc. (0552); Takeoff Technologies Canada, Inc.; Takeoff Technologies Australia Pty Ltd.; Takeoff Technologies FZE; Takeoff International Subco India Private Limited; and Takeoff International Subco, LLC. The location of the Debtors’ principal place of business and the Debtors’ service address in these chapter 11 cases is 203 Crescent Street, Suite 203, Waltham, Massachusetts 02453.

the Motion and the relief requested therein has been provided in accordance with the Bankruptcy Rules and the Local Rules, and that, except as otherwise ordered herein, no other or further notice is necessary; and the Official Committee of Unsecured Creditors having filed the *Objection of the Official Committee of Unsecured Creditors to the Motion of Knapp Inc. and Knapp Systemintegration GmbH for (A) Allowance of Administrative Expense Claims Pursuant to 11 U.S.C. §§ 365(d)(3), 503(b)(1) and 507(a)(2), and Compelling Immediate Payment Thereof, and (B) for Sanctions Against the Official Committee of Unsecured Creditors* [D.I. 444]; and objections to the Motion having been withdrawn, resolved, or overruled on the merits; and a hearing (if any) having been held to consider the relief requested in the Motion and upon the record of the hearing and all of the proceedings had before this Court; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED that:

1. The Motion is GRANTED, IN PART, as set forth herein.
2. KUS is hereby granted an allowed administrative expense claim in the amount of \$135,000 (the “KUS Administrative Claim”) pursuant to 11 U.S.C. § 365(d)(3) and/or 11 U.S.C. § 503(b)(1). The KUS Administrative Claim shall be in full satisfaction of any and all administrative expense claims that may be asserted by KUS and/or KSI.
3. The Debtors shall remit payment of the KUS Administrative Claim to KUS on the Effective Date² of the Combined Disclosure Statement and Joint Chapter 11 Plan of Takeoff Technologies, Inc. and its Debtor Affiliates [Dkt. No. 416] (the “Plan”), as may be amended, modified, superseded or supplemented.

² As defined in the Plan.

4. KNAPP's request for sanctions against the Committee shall be deemed withdrawn.

5. This Court shall retain jurisdiction to hear and determine all matters related to this Order.

A handwritten signature in black ink, appearing to read "Craig Goldblatt", is positioned above the printed name of the judge.

Dated: November 1st, 2024
Wilmington, Delaware

CRAIG T. GOLDBLATT
UNITED STATES BANKRUPTCY JUDGE